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Division of Corporations

FAX NO.

07/04

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305)357-5775
Fax Number : (305)357-5534

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BHI Ellington Development, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BHI Ellington Development, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 26-0497483
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 19, 2007 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3900 Pembroke Road
Hollywood, FL 33021
(Street Address of Principal Office)

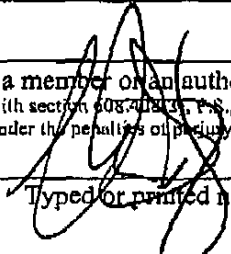
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
MANAGERS:
Noah Breakstone, 3900 Pembroke Road, Hollywood, FL 33021
Jaime Lederman, 3900 Pembroke Road, Hollywood, FL 33021
Alberto Peisach, 3900 Pembroke Road, Hollywood, FL 33021

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: real estate investments

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


MICHAEL B. DEMBEAG
Typed or printed name of signee AUTHORIZED REPRESENTATIVE

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BHI Ellington Development, LLC

2. The name and the Florida street address of the registered agent and office are:

Michael B. Denberg

(Name)

201 Alhambra Circle, Suite 601

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Coral Gables

FL 33134

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BHI ELLINGTON DEVELOPMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 2007.



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070726132

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5774480

DATE: 06-19-07

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